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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653-KRH
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER GRANTING SECOND INTERIM FEE APPLICATION OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE DEBTORS FOR THE PERIOD FROM FEBRUARY 1, 2009
THROUGH AND INCLUDING APRIL 30, 2009**

This Court having entered the Order Under
Bankruptcy Code Sections 105(a) and 331 Establishing
Procedures for Interim Compensation (D.I. 830, the

"Interim Compensation Order"); and this Court having previously authorized the employment of Skadden, Arps, Slate, Meagher & Flom LLP and its affiliated law offices ("Skadden, Arps") in the cases of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors");¹ and the Second Interim Fee Application Of Skadden, Arps, Slate, Meagher & Flom LLP For Compensation For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors For The Period From February 1, 2009 Through And Including April 30, 2009 (the "Second Interim Fee Application") having been filed and served pursuant to the Interim Compensation Order; and this Court having fully considered the record before it; and it appearing that the relief requested by the Second Interim Fee Application is in the best interests

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), PRAHS, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address was 9950 Mayland Drive, Richmond, Virginia 23233 and currently is 4951 Lake Brook Drive, Glen Allen, VA 23060.

of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Second Interim Fee Application is GRANTED.

2. The fees and expenses requested in the First Interim Fee Application are hereby allowed in the amounts set forth on Exhibit A, subject to the filing of a final fee application.

3. The Debtors are hereby authorized to promptly pay Skadden, Arps the difference, if any, between the amount of fees and expenses allowed by this Order and the actual interim payments received by Skadden, Arps.

4. This Order is without prejudice to the right of Skadden, Arps to seek further allowance and payment of compensation and reimbursement of expenses upon application to this Court in accordance with the Interim Compensation Order.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
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/s/ Douglas M. Foley
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Counsel to the Debtors and
Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I
hereby certify that the foregoing proposed order has
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT A

Period Covered	Date Served	Requested Fees, Expenses		Paid Fees, Expenses	
2/1/09 to 2/28/09	3/19/09	\$1,112,937	\$64,082	\$945,996	\$64,082
3/1/09 to 3/31/09	5/4/09	\$695,666	\$13,909	\$591,316	\$13,909
4/1/09 to 4/30/08	5/18/09	\$639,934	\$34,238	\$543,944	\$38,238*
Total		\$2,448,537	\$112,229	\$2,081,256	\$116,229*

*The amount as owing in the April Statement was inadvertently stated to be \$38,238 and thus, Skadden, Arps was paid \$38,238 on account of such expenses. However, the expenses incurred were \$34,238. To account for this difference, Skadden, Arps has applied the difference of \$4,000 against the amount due to Skadden, Arps under its Monthly Fee Request for May 2009.